

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE MORGAN STANLEY ERISA
LITIGATION

MASTER FILE NO.:

THIS DOCUMENT RELATES TO:

07 Civ. 11285 (RWS)

ALL ACTIONS

**DECLARATION OF ROBERT F. WISE, JR., IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS PLAINTIFFS' CONSOLIDATED AMENDED
CLASS ACTION COMPLAINT**

I, ROBERT F. WISE, JR., pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury, that:

I am a member of the Bar of this Court and of the law firm of Davis Polk & Wardwell. I respectfully submit this Declaration in support of Defendants' Motion to Dismiss the Consolidated Amended Class Action Complaint (the "Complaint").

1. Attached hereto as Exhibit A is a true and correct copy of the Morgan Stanley 401(k) Plan (the "401(k) Plan") as of November 20, 2007. The 401(k) Plan was cited to in the Complaint and was provided to Plaintiffs' counsel prior to the filing of the Complaint.

2. Attached hereto as Exhibit B is a true and correct copy of the Morgan Stanley Employee Stock Ownership Plan (the "ESOP") as of November 20, 2007. The ESOP was cited to in the Complaint and was provided to Plaintiffs' counsel prior to the filing of the Complaint.

3. Attached hereto as Exhibit C is a true and correct copy of the 2007 Morgan Stanley Summary Plan Description for the 401(k) Plan and the ESOP (the "Summary Plan

Description”). The Summary Plan Description was cited to in the Complaint and was provided to Plaintiffs’ counsel prior to the filing of the Complaint.

4. Attached hereto as Exhibit D is a true and correct copy of the Morgan Stanley 401(k) Plan Fund Summary Guide as of September 30, 2007 (the “Fund Summary Guide”). The Fund Summary Guide was either provided or made available to participants in the 401(k) Plan.

5. Attached hereto as Exhibit E is a true and correct copy of Morgan Stanley’s Annual Report on Form 10-K for the fiscal year ended November 30, 2007 (the “2007 Annual Report”). The 2007 Annual Report was filed publicly with the United States Securities & Exchange Commission.

6. Attached hereto as Exhibit F is a true and correct copy of Morgan Stanley’s Annual Report on Form 10-K for the fiscal year ended November 30, 2006 (the “2006 Annual Report”). The 2006 Annual Report was filed publicly with the United States Securities & Exchange Commission.

Dated: New York, New York
September 26, 2008

/s/ Robert F. Wise, Jr.
Robert F. Wise, Jr.